

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF IOWA

Case number (if known)

Chapter

11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name VBF Operations, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 81-3091126

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

401 Des Moines St
Webster City, IA 50595

Number, Street, City, State & ZIP Code

Hamilton
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) http://verobluefarms.com/

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

1125

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District		When		Case number	
District		When		Case number	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	
District		When	
		Case number, if known	

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☒ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **VBF Operations, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **September 20, 2018**
MM / DD / YYYY

X /s/ Norman McCowan
Signature of authorized representative of debtor

Title **President**

Norman McCowan
Printed name

18. Signature of attorney

X /s/ Joseph A. Peiffer
Signature of attorney for debtor

Date **September 20, 2018**
MM / DD / YYYY

Joseph A. Peiffer AT0006160
Printed name

Ag & Business Legal Strategies
Firm name

PO Box 11425
Cedar Rapids, IA 52410
Number, Street, City, State & ZIP Code

Contact phone **319-363-1641** Email address **joe@ablsonline.com**

AT0006160 IA
Bar number and State

Debtor **VBF Operations, Inc.**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:
NORTHERN DISTRICT OF IOWA

Case number (if known) Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	Iowa's First, Inc.		Relationship to you	Affiliate
District	Northern District of Iowa	When 9/21/18	Case number, if known	Unknown
Debtor	VBF IP, Inc.		Relationship to you	Affiliate
District	Northern District of Iowa	When 9/21/18	Case number, if known	Unknown
Debtor	VBF Transport, Inc.		Relationship to you	Affiliate
District	Northern District of Iowa	When 9/21/18	Case number, if known	Unknown
Debtor	VeroBlue Farms USA, Inc.		Relationship to you	Affiliate
District	Northern District of Iowa	When 9/21/18	Case number, if known	Unknown

**SPECIAL MEETING OF BOARD OF DIRECTORS OF
VBF OPERATIONS INC.**

A special meeting of the board of directors of VBF OPERATIONS INC. was duly held on the 20th day of September, 2018. Notice of the special meeting was waived by the undersigned Directors.

The meeting was duly called to order by Norman McCowan, President of VBF Operations Inc. For several reasons, Norman McCowan recommended that VBF Operations Inc. commence a Chapter 11 bankruptcy case under the U.S. Bankruptcy Code, retain professionals to proceed with the Chapter 11 proceeding, and file other documents necessary or helpful to the Chapter 11 case. Accordingly, the following resolutions were adopted:

BE IT RESOLVED that VBF Operations Inc. is authorized to commence a Chapter 11 bankruptcy case in the United States Bankruptcy Court for the Northern District of Iowa; and

BE IT FURTHER RESOLVED that the President of VBF Operations Inc. is authorized to execute all documents necessary to commence a Chapter 11 case in the United States Bankruptcy Court for the Northern District of Iowa; and

BE IT FURTHER RESOLVED that the President of VBF Operations Inc. is authorized to execute a petition for relief under Chapter 11; and

BE IT FURTHER RESOLVED that VBF Operations Inc. is authorized to retain the attorneys of Ag & Business Legal Strategies, P.C. of Hiawatha, Iowa, and Elderkin & Pirnie, PLC to represent VBF Operations Inc. in the Chapter 11 case; and

BE IT FURTHER RESOLVED that VBF Operations Inc. is authorized to retain Moglia Advisors of Schaumburg, IL as its CRO in the Chapter 11 case; and,

BE IT FURTHER RESOLVED that VBF Operations Inc. is authorized to execute any documents and do such things as are reasonable and necessary for the Chapter 11 case of VBF Operations Inc.; and,

BE IT FURTHER RESOLVED that the Directors hereby ratify, approve, and confirm in all respects all actions taken on behalf of VBF Operations Inc. by any director, shareholder, agent or attorney of, or acting on behalf of, VBF Operations Inc. heretofore and in connection with the foregoing resolutions.

There being no further business to come before the Directors, the meeting was duly adjourned.

VBF Operations Inc., a Texas Corporation

By: /s/ Alan Sutherland
Alan Sutherland, Director

By: /s/ Edward J. Kerzner
Edward J. Kerzner, Director

Fill in this information to identify the case:

Debtor name **VBF Operations, Inc.**
United States Bankruptcy Court for the: **NORTHERN DISTRICT OF IOWA**
Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Broadmoor Financial, L.P. 8100 E 22nd Street Building 500 Suite 1000 Wichita, KS 67226	Roy Baker ROY.BAKER@BMF LP.COM (316) 681-5107	Undersecured lender		\$53,803,271.65	\$6,000,000.00	\$47,803,271.65

**United States Bankruptcy Court
Northern District of Iowa**

In re **VPF Operations, Inc.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
VeroBlue Farms USA, Inc. 401 Des Moines St. Webster City, IA 50595			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **September 20, 2018**

Signature **/s/ Norman McCowan**
Norman McCowan

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

John Waters
Collections Section, 3rd Floor
Department of Revenue and Finance
PO Box 10457
Des Moines, IA 50306

Internal Revenue Service
P. O. Box 7346
Philadelphia, PA 19101-7346

Broadmoor Financial, L.P.
8100 E 22nd Street
Building 500
Suite 1000
Wichita, KS 67226

VPF IP, Inc.
401 Des Moines St
Webster City, IA 50595

VPF Transport, Inc
401 Des Moines St
Webster City, IA 50595

VeroBlue Farms USA, Inc.
401 Des Moines St
Webster City, IA 50595

Verostream Seafood Marketing, Inc.
401 Des Moines St
Webster City, IA 50595

**United States Bankruptcy Court
Northern District of Iowa**

In re **VBF Operations, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **VBF Operations, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

VeroBlue Farms USA, Inc.
401 Des Moines St.
Webster City, IA 50595

☐ None [*Check if applicable*]

September 20, 2018

Date

/s/ Joseph A. Peiffer

Joseph A. Peiffer AT0006160

Signature of Attorney or Litigant

Counsel for **VBF Operations, Inc.**

Ag & Business Legal Strategies

PO Box 11425

Cedar Rapids, IA 52410

319-363-1641 Fax:319-200-2059

joe@ablsonline.com